

**United States Bankruptcy Court**  
**Northern District of California**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Alpha Factors</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>DBA Century 21 Alpha</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>94-2530778</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>5504 Monterey Road</b> <b>San Jose, CA</b> <div style="text-align: right; margin-top: 5px;">ZIP Code <b>95138</b></div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Santa Clara</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):	

<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  <table style="width:100%;"> <tr> <td colspan="10">Estimated Number of Creditors</td> </tr> <tr> <td><input type="checkbox"/> 1-49</td> <td><input checked="" type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table> <table style="width:100%;"> <tr> <td colspan="10">Estimated Assets</td> </tr> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table> <table style="width:100%;"> <tr> <td colspan="10">Estimated Liabilities</td> </tr> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	Estimated Number of Creditors										<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000	Estimated Assets										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	Estimated Liabilities										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	<p align="center">THIS SPACE IS FOR COURT USE ONLY</p>
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**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

**Alpha Factors****All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor:

**- None -**

Case Number:

Date Filed:

District:

Relationship:

Judge:

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

**X**

Signature of Attorney for Debtor(s)

(Date)

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

**Alpha Factors****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** **/s/ Heinz Binder** \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Heinz Binder #87908** \_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

**Binder & Malter, LLP** \_\_\_\_\_  
Firm Name

**2775 Park Avenue**  
**Santa Clara, CA 95050**

\_\_\_\_\_  
Address

**(408) 295-1700 Fax: (408) 295-1531** \_\_\_\_\_  
Telephone Number

**August 15, 2008** \_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** **/s/ Edward V. Zimbrick** \_\_\_\_\_  
Signature of Authorized Individual

**Edward V. Zimbrick** \_\_\_\_\_  
Printed Name of Authorized Individual

**President** \_\_\_\_\_  
Title of Authorized Individual

**August 15, 2008** \_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**United States Bankruptcy Court**  
**Northern District of California**

In re **Alpha Factors**

Debtor(s)

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
American Express 2965 W. Corp. Lake Blvd. Fort Lauderdale, FL 33331-3626	American Express 2965 W. Corp. Lake Blvd. Fort Lauderdale, FL 33331-3626	Trade debt		32,941.70
American Express PO Box 0001 Los Angeles, CA 90096	American Express PO Box 0001 Los Angeles, CA 90096	Trade Debt		9,888.14
Bank of America PO Box 15184 Wilmington, DE 19850-5184	Bank of America PO Box 15184 Wilmington, DE 19850-5184	Trade debt		9,142.68
Bank of America PO Box 26078 Greensboro, NC 27420	Bank of America PO Box 26078 Greensboro, NC 27420	Credit line		99,715.34
Bank of America PO Box 15102 Wilmington, DE 19886-5102	Bank of America PO Box 15102 Wilmington, DE 19886-5102	Credit line		51,964.82
Bank of America PO Box 15102 Wilmington, DE 19886-5102	Bank of America PO Box 15102 Wilmington, DE 19886-5102	Credit line		41,276.84
CA-Pruneyard Limited Partnership c/o Equity Office 1999 South Bascom Avenue, Suite 200 Campbell, CA 95008	CA-Pruneyard Limited Partnership c/o Equity Office 1999 South Bascom Avenue, Suite 200 Campbell, CA 95008	Lease of 1901 South Bascom Avenue, Campbell, Suite 110 and 500. Subject to setoff of litigation claims, mitigation and security deposit.	Contingent Unliquidated Disputed	310,000.00
Camino Altos Plaza One Eleven Main Street, Suite 7 Los Altos, CA 94022	Camino Altos Plaza One Eleven Main Street, Suite 7 Los Altos, CA 94022	Lease at 4300 El Camino Real, Suite 101, Los Altos, CA 94022 Any claim is subject to setoff for mitigation.	Contingent	48,674.43
Chase PO Box 15298 Wilmington, DE 19850-5298	Chase PO Box 15298 Wilmington, DE 19850-5298	Trade debt		35,399.50

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>Colleen M. and Harry G. Galland 51427 Springlake Loop Scappoose, OR 97056</b>	<b>Colleen M. and Harry G. Galland 51427 Springlake Loop Scappoose, OR 97056</b>	<b>Unsecured business loan</b>		<b>150,000.00</b>
<b>Glenn L. and Darlene S. Harbeck 569 Timmonsville Way Lady Lake, FL 32162</b>	<b>Glenn L. and Darlene S. Harbeck 569 Timmonsville Way Lady Lake, FL 32162</b>	<b>Unsecured Business Loan</b>		<b>560,000.00</b>
<b>Ikon Financial Services 1738 Bass Road Macon, GA 31210</b>	<b>Ikon Financial Services 1738 Bass Road Macon, GA 31210</b>	<b>Image Mangement Plus Agreement -Dispute due to failure of IKON to perform as agreed.</b>	<b>Contingent Unliquidated Disputed</b>	<b>28,901.85</b>
<b>Jerry Parker 9805 Lantz Drive Morgan Hill, CA 95037</b>	<b>Jerry Parker 9805 Lantz Drive Morgan Hill, CA 95037</b>	<b>Unsecured Business Loan</b>		<b>95,501.00</b>
<b>Landess Institute, LLC PO Box 1805 Cupertino, CA 95015</b>	<b>Landess Institute, LLC PO Box 1805 Cupertino, CA 95015</b>	<b>Lease at 3078 Landess Avenue San Jose, CA 95132 Any claim is subject to setoff for mitigation and security deposit.</b>		<b>30,689.94</b>
<b>Olson Research Group, Inc. 4300 El Camino Real Suite 101 Los Altos, CA 94022</b>	<b>Olson Research Group, Inc. 4300 El Camino Real Suite 101 Los Altos, CA 94022</b>	<b>Sublease Security Deposit. Debtor subleases 4300 El Camino Real, Suite 101, Los Altos, CA to Olson Research Group. Any claim is subject to setoff fo</b>	<b>Contingent Unliquidated Disputed</b>	<b>17,500.00</b>
<b>Realty Associates Fund VIII, LP 1900 McCarthy Blvd. Suite 445 Milpitas, CA 95035</b>	<b>Realty Associates Fund VIII, LP 1900 McCarthy Blvd. Suite 445 Milpitas, CA 95035</b>	<b>Lease for 1900 McCarthy, Suites 400 &amp; 412, Milpitas, CA Any claim is subject to setoff for mitigation and security deposit.</b>	<b>Contingent Unliquidated Disputed</b>	<b>20,498.00</b>
<b>Rossi, Hamerslough, Reischl &amp; Chuck 1960 The Alameda San Jose, CA 95126</b>	<b>Rossi, Hamerslough, Reischl &amp; Chuck 1960 The Alameda San Jose, CA 95126</b>	<b>Attorneys Fees</b>		<b>15,985.74</b>
<b>WF Business Direct PO Box 348750 Sacramento, CA 95834</b>	<b>WF Business Direct PO Box 348750 Sacramento, CA 95834</b>	<b>Business Line of Credit</b>		<b>24,859.68</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor(s) \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>WF Business Direct PO Box 348750 Sacramento, CA 95834</b>	<b>WF Business Direct PO Box 348750 Sacramento, CA 95834</b>	<b>Trade debt</b>		<b>34,717.59</b>
<b>XO Communication 8851 Sandy Parkway Sandy, UT 84070</b>	<b>XO Communication 8851 Sandy Parkway Sandy, UT 84070</b>	<b>Internet Service Provider</b>	<b>Contingent Unliquidated Disputed</b>	<b>11,286.44</b>

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **August 15, 2008**Signature **/s/ Edward V. Zimbrick**

**Edward V. Zimbrick  
President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court**  
**Northern District of California**

In re **Alpha Factors**,  
 Debtor

Case No. \_\_\_\_\_

Chapter **11**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>4</b>	<b>1,216,350.90</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>2</b>		<b>47,743.58</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>2</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>14</b>		<b>4,848,910.69</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>3</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>27</b>			
Total Assets			<b>1,216,350.90</b>		
Total Liabilities				<b>4,896,654.27</b>	

**United States Bankruptcy Court**  
**Northern District of California**

In re **Alpha Factors**,  
 Debtor

Case No. \_\_\_\_\_

Chapter **11**

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- ☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		



In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

Sub-Total >

0.00

(Total of this page)

Total >

0.00

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>Checking Account Bank of America Account 12621-066081040</b>	-	<b>680.16</b>
		<b>Washington Mutual Acct #1000</b>	-	<b>32,569.68</b>
		<b>Comerica Bank #1005</b>	-	<b>176,103.27</b>
		<b>Bank of America Savings Account #12621-066081045</b>	-	<b>100.00</b>
		<b>Washington Mutual Home Account</b>	-	<b>100.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.		<b>Security Deposits with Landlords Realty Associates Fund VIII LP or successor</b>	-	<b>50,000.00</b>
		<b>Security Deposits with Landlords CA-Pruneyard Limited Partnership aka Equity Office or successor</b>	-	<b>31,817.79</b>
		<b>Security Deposits with Landlord Landess Institute LLC or successor</b>	-	<b>7,375.00</b>
		<b>Security Deposit Monterey Plaza LP or successor</b>	-	<b>16,024.00</b>
		<b>Security Deposits with Landlords Fidelity National Title Company or successor</b>	-	<b>10,000.00</b>
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			

Sub-Total > **324,769.90**  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

**Case: 08-54475 Doc# 1 Filed: 08/15/08 Entered: 08/15/08 14:35:27 Page 10 of 60**

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.		<b>Commissions Due from Sales Pending</b>	-	<b>809,051.00</b>
		<b>Rental arrears owed by Subtenant Olson Research Group, Inc. Receivable was \$30,376, security deposit of \$17,500 was setoff, amount remaining to be paid is therefore: \$12,876.</b>	-	<b>12,876.00</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			

Sub-Total > **821,927.00**  
(Total of this page)

Sheet 1 of 3 continuation sheets attached  
to the Schedule of Personal Property

**Case: 08-54475 Doc# 1 Filed: 08/15/08 Entered: 08/15/08 14:35:27 Page 11 of 60**

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		<b>Debtor vs. CA-Pruneyard Limited Partnership, Equity Office et al. Santa Clara County Superior Court Case No. 1-08-CV-105170 Debtor sued Pruneyard for breach of contract, fraud, misrepresentation and rescission. Pruneyard cross-complained for rent, enforcement of guaranty.</b>	-	<b>Unknown</b>
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.		<b>Franchises Century 21 Real Estate LLC</b>	-	<b>Unknown</b>
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>Office Equipment &amp; Furniture</b>	-	<b>69,654.00</b>

Sub-Total > **69,654.00**  
(Total of this page)

Sheet 2 of 3 continuation sheets attached  
to the Schedule of Personal Property

**Case: 08-54475 Doc# 1 Filed: 08/15/08 Entered: 08/15/08 14:35:27 Page 12 of 60**

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
30. Inventory.		<b>Listings on Hand (Possible income if property sales are completed: \$3,590,023.00)</b>	-	<b>Unknown</b>
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sub-Total > **0.00**

(Total of this page)

Total > **1,216,350.90**

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			<b>Phone System</b>					
<b>CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255</b>		-						
			Value \$ <b>Unknown</b>				<b>444.45</b>	<b>Unknown</b>
Account No.			<b>Telephone System</b>					
<b>Dimension Funding 6 Hughes, Suite 220 Irvine, CA 92618</b>		-						
			Value \$ <b>Unknown</b>				<b>11,555.46</b>	<b>Unknown</b>
Account No. <b>xxxxxxxx0274</b>			<b>Furniture Lease</b>					
<b>Exchange Bank/Dumac PO Box 760 Santa Rosa, CA 95402</b>	X	-						
			Value \$ <b>Unknown</b>				<b>2,301.72</b>	<b>Unknown</b>
Account No.			<b>Equipment Lease assigned to CIT by IOS. Notice Only</b>					
<b>IOS Capital 1738 Bass Road Macon, GA 31210-1043</b>		-						
			Value \$ <b>Unknown</b>				<b>0.00</b>	<b>Unknown</b>
Subtotal (Total of this page)							<b>14,301.63</b>	<b>0.00</b>

1 continuation sheets attached

In re Alpha Factors,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B I T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.	X	-	Furniture Lease UCC Filed w/ security on all assets				0.00	Unknown
Leaf Financial Corporation 2005 Market Street, 15th Floor Philadelphia, PA 19103								
Value \$								
Account No. xxx09JG04	X	-	Telephone System Lease				2,387.76	Unknown
Marlin Leasing PO Box 637 Mount Laurel, NJ 08054								
Value \$								
Account No.		-	Panels. Believe same as Leaf Financial. Notice Only.				0.00	Unknown
Santa Barbara Bank & Trust P.O. Box 60607 Santa Barbara, CA 93160-0607								
Value \$								
Account No.		-	Security Agreement - All assets of Alpha Factors				25,000.00	0.00
Thang M. Nguyen & Ashley Huong Le 21511 Almaden Road San Jose, CA 95120-4311								
Value \$								
Account No.	-		Copier Lease	X	X	X	6,054.19	Unknown
Xerox PO Box 660501 Dallas, TX 75266								
Value \$								

Sheet 1 of 1 continuation sheets attached to  
Schedule of Creditors Holding Secured ClaimsSubtotal  
(Total of this page)**33,441.95** **0.00**Total  
(Report on Summary of Schedules)**47,743.58** **0.00**

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.



In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

### Taxes and Certain Other Debts Owed to Governmental Units

#### TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. <b>xx-xxx0778</b>  <b>EDD Director 800 Capital Mall Sacramento, CA 95812</b>			<b>Taxes - for notice only</b>					0.00
		-					0.00	0.00
Account No. <b>xx-xxx0778</b>  <b>Franchise Tax Board Bankruptcy Unit P. O. Box 2952 Sacramento, CA 95812</b>			<b>Taxes - for notice only</b>					0.00
		-					0.00	0.00
Account No. <b>xx-xxx0778</b>  <b>Internal Revenue Service P. O. Box 21126 Philadelphia, PA 19114-0326</b>			<b>taxes - for notice only</b>					Unknown
		-					0.00	Unknown
Account No. <b>xx-xxx0778</b>  <b>Internal Revenue Service (San Jose Cases) Insolvency, MS 5420/5430 55 S. Market Street San Jose, CA 95113</b>			<b>Taxes - for notice only</b>					0.00
		-					0.00	0.00
Account No. <b>xx-xxx0778</b>  <b>State Board of Equalization P. O. Box 942879 Sacramento, CA 94279-0001</b>			<b>Taxes - for notice only</b>					0.00
		-					0.00	0.00

Sheet **1** of **1** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page)

Total

(Report on Summary of Schedules)

	0.00
0.00	0.00
0.00	0.00
0.00	0.00

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>xxxx-xxxx-xxxx-0016</b>  <b>Advanta Bank Corp.</b> <b>PO Box 307115</b> <b>Salt Lake City, UT 84130-0715</b>	-	Trade debt				<b>8,454.72</b>
Account No. <b>xxxx-xxxxxx-x1000</b>  <b>American Express</b> <b>PO Box 0001</b> <b>Los Angeles, CA 90096</b>	-	Trade Debt				<b>9,888.14</b>
Account No. <b>xxxx-xxxxxx-x1003</b>  <b>American Express</b> <b>2965 W. Corp. Lake Blvd.</b> <b>Fort Lauderdale, FL 33331-3626</b>	-	Trade debt				<b>3,729.65</b>
Account No. <b>xxxx-xxxxxx-x1003</b>  <b>American Express</b> <b>PO Box 0001</b> <b>Los Angeles, CA 90096</b>	-	Trade debt				<b>1,891.87</b>
Subtotal (Total of this page)						<b>23,964.38</b>

13 continuation sheets attached

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		<b>Trade debt</b>				
<b>American Express</b> <b>2965 W. Corp. Lake Blvd.</b> <b>Fort Lauderdale, FL 33331-3626</b>	-					<b>32,941.70</b>
Account No. <b>xxxxxxxxxx6389</b>		<b>Credit line</b>				
<b>Bank of America</b> <b>PO Box 15102</b> <b>Wilmington, DE 19886-5102</b>	-					<b>51,964.82</b>
Account No. <b>xxxx-xxxxxx-x0948</b>		<b>Credit line</b>				
<b>Bank of America</b> <b>PO Box 15102</b> <b>Wilmington, DE 19886-5102</b>	-					<b>41,276.84</b>
Account No. <b>xxxxxxxxxx0699</b>		<b>Credit line</b>				
<b>Bank of America</b> <b>PO Box 26078</b> <b>Greensboro, NC 27420</b>	-					<b>99,715.34</b>
Account No. <b>xxxx-xxxx-xxxx-6581</b>		<b>Trade debt</b>				
<b>Bank of America</b> <b>PO Box 15184</b> <b>Wilmington, DE 19850-5184</b>	-					<b>456.47</b>
Sheet no. <u>1</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>226,355.17</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No. <b>xxxx-xxxx-xxxx-8692</b>							
<b>Bank of America</b> <b>PO Box 15184</b> <b>Wilmington, DE 19850-5184</b>		-					<b>3,703.77</b>
Account No. <b>xxxx-xxxx-xxxx-8676</b>							
<b>Bank of America</b> <b>PO Box 15184</b> <b>Wilmington, DE 19850-5184</b>		-					<b>3,004.00</b>
Account No. <b>xxxxxxxxxxxx4555</b>							
<b>Bank of America</b> <b>PO Box 15184</b> <b>Wilmington, DE 19850-5184</b>		-					<b>1,099.13</b>
Account No. <b>xxxx-xxxx-xxxx-6565</b>							
<b>Bank of America</b> <b>PO Box 15184</b> <b>Wilmington, DE 19850-5184</b>		-					<b>1,824.73</b>
Account No. <b>xxxxxxxxxxxx9374</b>							
<b>Bank of America</b> <b>PO Box 15184</b> <b>Wilmington, DE 19850-5184</b>		-					<b>9,142.68</b>
Sheet no. <b>2</b> of <b>13</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>18,774.31</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  <b>CA-Pruneyard Limited Partnership c/o Equity Office 1999 South Bascom Avenue, Suite 200 Campbell, CA 95008</b>	<b>X</b>	<b>-</b>	<b>Lease of 1901 South Bascom Avenue, Campbell, Suite 110 and 500. Subject to setoff of litigation claims, mitigation and security deposit.</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>310,000.00</b>
Account No.  <b>Representing: CA-Pruneyard Limited Partnership</b>			<b>EOP - Pruneyard, LLC c/o Equity Office Properties Trust 1999 S. Bascom Ave., #200 Campbell, CA 95008</b>				
Account No.  <b>Representing: CA-Pruneyard Limited Partnership</b>			<b>Equity Office c/o Joseph Schieffer, Esq. Stark, Wells, Rahl et al 1999 Harrison Street, Suite 1520 Oakland, CA 94612</b>				
Account No.  <b>Representing: CA-Pruneyard Limited Partnership</b>			<b>Equity Office Properties Trust Two North Riverside Plaza, #2100 Attn: Regional Counsel - San Jose Chicago, IL 60606</b>				
Account No.  <b>Caltronics 10491 Old Placerville Road Sacramento, CA 95827</b>	<b>-</b>		<b>Office Equipment Lease</b>				<b>0.00</b>
Sheet no. <b>3</b> of <b>13</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) <b>310,000.00</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  <b>Camino Altos Plaza</b> <b>One Eleven Main Street, Suite 7</b> <b>Los Altos, CA 94022</b>		<b>Lease at 4300 El Camino Real, Suite 101, Los Altos, CA 94022</b> <b>Any claim is subject to setoff for mitigation.</b>	<b>X</b>			<b>48,674.43</b>	
Account No.  <b>Representing:</b> <b>Camino Altos Plaza</b>		<b>Camino Altos Plaza, Inc.</b> <b>c/o Arnell Enterprises, Inc.</b> <b>Attn: Roger W. Burnell, President</b> <b>One Eleven Main Street, Suite 7</b> <b>Los Altos, CA 94022</b>					
Account No.  <b>Representing:</b> <b>Camino Altos Plaza</b>		<b>Olsen Research Group, Inc.</b> <b>4300 El Camino Real, Suite 101</b> <b>Los Altos, CA 94022</b>					
Account No. <b>xxxxx-0001, 0002, 0003, 0004</b>  <b>Century 21 Real Estate LLC</b> <b>c/o John A. Schwimmer, Esq.</b> <b>Sussman Shank LLP</b> <b>1000 SW Broadway, Suite 1400</b> <b>Portland, OR 97205-3089</b>	<b>X</b>	<b>Notice Only</b>	<b>X</b>			<b>0.00</b>	
Account No.  <b>Representing:</b> <b>Century 21 Real Estate LLC</b>		<b>Century 21 Real Estate Corp.</b> <b>Attn: Lynett J. Carhart-Gladdis, Esq.</b> <b>Senior Vice President - Legal</b> <b>1 Campus Drive</b> <b>Parsippany, NJ 07054</b>					
Sheet no. <b>4</b> of <b>13</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) <b>48,674.43</b>	

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. <b>Representing: Century 21 Real Estate LLC</b>		<b>Forman Holt Eliades &amp; Ravin, LLC Attn: Daniel M. Eliades 80 Route 4 East Paramus, NJ 07652</b>				
Account No. <b>xxxxxxxxxxxx0526</b> <b>Chase PO Box 15298 Wilmington, DE 19850-5298</b>	-	<b>Trade debt</b>				<b>35,399.50</b>
Account No. <b>CIGA Attn: Nancy Shoffner P.O. Box 29066 Glendale, CA 91209-9066</b>	-	<b>Notice Only Dalton, et al vs Century 21 Alpha Case No 1-03-CV-011268 &amp; H029678</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>0.00</b>
Account No. <b>Representing: CIGA</b>		<b>CIGA Coverage Counsel Fred Hall, Esq. Black, Compean &amp; Hall 445 S. Figueora Street, #2800 Los Angeles, CA 90071</b>				
Account No. <b>xxx-xxxxxx7-000</b> <b>CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255</b>	-	<b>Copier Lease Milpitas Location</b>				<b>0.00</b>
Sheet no. <b>5</b> of <b>13</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page)</b> <b>35,399.50</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. <b>901</b>			<b>Copier Lease</b>				<b>1,415.47</b>
<b>CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255</b>	-						
Account No. <b>910</b>			<b>Copier Lease</b>				<b>654.58</b>
<b>CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255</b>	-						
Account No.			<b>Wholesale Lending Program Agreement</b>				<b>0.00</b>
<b>CitiMortgage, Inc. Attn: John Ordenez, Risk Management 1000 Technology Drive, MS 111 O Fallon, MO 63368</b>	-			X	X	X	
Account No.			<b>Unsecured business loan</b>				<b>150,000.00</b>
<b>Colleen M. and Harry G. Galland 51427 Springlake Loop Scappoose, OR 97056</b>	-						
Account No.			<b>Commission for sublease to Olsen Research.</b>				<b>4,158.63</b>
<b>Cornish &amp; Carey Commercial P.O. Box 58159 Attn: Accounting Dept Santa Clara, CA 95052-8159</b>	-			X	X	X	
Sheet no. <u>6</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							<b>Subtotal (Total of this page)</b>
							<b>156,228.68</b>



In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  <b>Daija Zimbrick</b> <b>5504 Monterey Road</b> <b>San Jose, CA 95138</b>		<b>Loan to Business</b>  -				<b>537,000.00</b>	
Account No.  <b>Danny Lustina</b> <b>1097 Syracuse Circle</b> <b>Vacaville, CA 95687</b>		<b>Consulting Agreement</b>  -	X	X	X	<b>0.00</b>	
Account No. <b>xxx-xxxxxx9-002</b>  <b>Dell Financial Services</b> <b>One Dell Way</b> <b>Mail Stop 35B-13</b> <b>Austin, TX 78762</b>	X	<b>Computer Lease, now expired lease.</b> <b>Notice Only</b>  -				<b>0.00</b>	
Account No.  <b>Diane Renee Lambert &amp; Dianna Hope Lambert</b> <b>c/o David R. Sylva</b> <b>David R. Sylva Law Offices</b> <b>1960 The Alameda, Suite 204</b> <b>San Jose, CA 95126</b>		<b>Notice Only</b> <b>Dalton, et al vs Century 21 Alpha</b> <b>Case No 1-03-CV-011268 &amp; H029678</b>  -	X	X	X	<b>0.00</b>	
Account No.  <b>Edward V. Zimbrick</b> <b>5504 Monterey Road</b> <b>San Jose, CA 95138</b>		<b>Loan to Business</b>  -				<b>2,633,710.82</b>	
Sheet no. <u>7</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) <b>3,170,710.82</b>	

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  <b>Edward V. Zimbrick</b> <b>5504 Monterey Road</b> <b>San Jose, CA 95138</b>		Sublease of 3078 Landess Avenue, San Jose, CA. Original lease between Edward Zimbrick and Landess Institute LLC.	-					Unknown
Account No.  <b>Fidelity National Title Ins. Co.</b> <b>1700 Winchester Blvd., Suite 102</b> <b>Campbell, CA 95008</b>		Sublease of 1700 Winchester Blvd. Suite 102, Campbell, CA. Any claim is subject to setoff for mitigation and security deposit.	-		X	X		0.00
Account No.  <b>First Franklin Financia Corporation</b> <b>Attn: Joe McKone</b> <b>2150 North First Street, Suite 600</b> <b>San Jose, CA 95131</b>		Mortgage Broker Agreement	-		X	X	X	0.00
Account No.  <b>Glenn L. and Darlene S. Harbeck</b> <b>569 Timmonsville Way</b> <b>Lady Lake, FL 32162</b>		Unsecured Business Loan	-					560,000.00
Account No.  <b>GMAC Mortgage, LLC</b> <b>1901 Bascom Avenue, Suite 110</b> <b>Campbell, CA 95008</b>		Sublease Security Deposit. Debtor subleases suite 110 at 1901 S. Bascom Avenue, Campbell, CA to GMAC Mortgage LLC. Any claim is subject to setoff for subtenant's obligation to pay rent under sublease.	-		X	X	X	0.00
Sheet no. <u>8</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="text-align: right;">             Subtotal (Total of this page)           </div>								560,000.00

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  <b>Representing: GMAC Mortgage, LLC</b>		<b>GMAC Mortgage LLC 500 Enterprise Road Horsham, PA 19044</b>					
Account No.  <b>Ikon Financial Services PO Box 9115 Macon, GA 31208</b>		<b>Copier Lease</b>  -					<b>300.00</b>
Account No. <b>xxxxxx-x9106C</b>  <b>Ikon Financial Services 1738 Bass Road Macon, GA 31210</b>		<b>Image Mangement Plus Agreement</b> <b>-Dispute due to failure of IKON to perform as agreed.</b>  -		<b>X</b>	<b>X</b>	<b>X</b>	<b>28,901.85</b>
Account No.  <b>Jerry Parker 9805 Lantz Drive Morgan Hill, CA 95037</b>		<b>Unsecured Business Loan</b>  -					<b>95,501.00</b>
Account No.  <b>Landess Institute, LLC PO Box 1805 Cupertino, CA 95015</b>	<b>X</b>	<b>-</b>  <b>Lease at 3078 Landess Avenue San Jose, CA 95132 Any claim is subject to setoff for mitigation and security deposit.</b>					<b>30,689.94</b>
Sheet no. <b>9</b> of <b>13</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="text-align: right;">             Subtotal              (Total of this page)           </div>							<b>155,392.79</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  <b>Representing:</b> <b>Landess Institute, LLC</b>		<b>Landess Institute LLC</b> <b>c/o Stephen Pahl</b> <b>Pahl &amp; McKay</b> <b>225 Santa Clara St., Suite 1500</b> <b>San Jose, CA 95113</b>				
Account No.  <b>Monterey Plaza LP</b> <b>c/o Gerry C. Schmelter</b> <b>Blackmar, Principe &amp; Schmelter</b> <b>600 B Street, Suite 2250</b> <b>San Diego, CA 92101</b>		<b>11/11/1998</b> <b>Notice Only</b>  <b>- Lease for 5504 Monterey Road, San Jose, CA.</b> <b>Any claim is subject to setoff for mitigation</b> <b>and security deposit.</b>				<b>0.00</b>
Account No.  <b>Representing:</b> <b>Monterey Plaza LP</b>		<b>Kimco Realty Corp.</b> <b>1621 B South Melrose Drive</b> <b>Vista, CA 92081</b>				
Account No.  <b>Representing:</b> <b>Monterey Plaza LP</b>		<b>Menlo Management</b> <b>1010 El Camino Real, Suite 210</b> <b>Menlo Park, CA 94025</b>				
Account No.  <b>Olson Research Group, Inc.</b> <b>4300 El Camino Real Suite 101</b> <b>Los Altos, CA 94022</b>		<b>- Sublease Security Deposit. Debtor subleases</b> <b>4300 El Camino Real, Suite 101, Los Altos, CA</b> <b>to Olson Research Group. Any claim is</b> <b>subject to setoff for subtenant's obligation to</b> <b>pay rent under sublease.</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>17,500.00</b>
Sheet no. <b>10</b> of <b>13</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) <b>17,500.00</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>Pretzer Partnership</b> <b>1905 Park Avenue, Suite 200</b> <b>San Jose, CA 95126</b>	-	<b>Master landlord of sublease for 1700 Winchester Blvd., Suite 102, Campbell, CA - for notice only</b>				<b>0.00</b>
Account No.						
<b>Prudential California Realty</b> <b>3078 Landess Avenue</b> <b>San Jose, CA 95132</b>	-	<b>May, 2004</b> <b>Sublease security deposit. Debtor subleases 3078 Landess Avenue, San Jose, CA to Prudential California Realty. Any claim is subject to setoff for subtenant's obligation to pay rent under sublease.</b>	X	X		<b>7,375.00</b>
Account No.						
<b>Realty Associates Fund VIII, LP</b> <b>1900 McCarthy Blvd. Suite 445</b> <b>Milpitas, CA 95035</b>	X -	<b>Lease for 1900 McCarthy, Suites 400 &amp; 412, Milpitas, CA</b> <b>Any claim is subject to setoff for mitigation and security deposit.</b>	X	X	X	<b>20,498.00</b>
Account No.						
<b>Representing:</b> <b>Realty Associates Fund VIII, LP</b>		<b>Equity Office</b> <b>1700 Technology Drive, Suite 150</b> <b>San Jose, CA 95110</b>				
Account No.						
<b>Representing:</b> <b>Realty Associates Fund VIII, LP</b>		<b>The Realty Associates Fund VIII, LP</b> <b>c/o CB Richard Ellis</b> <b>1900 McCarthy Blvd., Suite 445</b> <b>Milpitas, CA 95035</b>				
Sheet no. <u>11</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>27,873.00</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		<b>Attorneys Fees</b>				
<b>Rossi, Hamerslough, Reischl &amp; Chuck</b> <b>1960 The Alameda</b> <b>San Jose, CA 95126</b>	-					<b>15,985.74</b>
Account No.		<b>Trade Debt - disputed</b>				
<b>San Jose Mercury News</b> <b>c/o Steven A. Booska</b> <b>250 Montgomery Street, Suite 720</b> <b>San Francisco, CA 94104</b>	-		X	X	X	<b>3,434.95</b>
Account No.		<b>Notice Only</b> <b>Dalton, et al vs Century 21 Alpha</b> <b>Case No 1-03-CV-011268 &amp; H029678</b>				
<b>Steve W. Dollar</b> <b>Ericksen, Arbuthnot, Kilduff, Day, et al</b> <b>152 North Third Street, Suite 700</b> <b>San Jose, CA 95112</b>	-					<b>0.00</b>
Account No. <b>x4811</b>		<b>Telephone Service</b> <b>Los Gatos Location</b>				
<b>TelePacific Communcations</b> <b>515 South Flower Street, 47th Floor</b> <b>Los Angeles, CA 90071</b>	-					<b>0.00</b>
Account No.		<b>Notice Only</b> <b>Dalton, et al vs Century 21 Alpha</b> <b>Case No 1-03-CV-011268 &amp; H029678</b>				
<b>Vera Dalton &amp; William Corbin</b> <b>c/o Susan Reischl</b> <b>Rossi, Hamerslough, Reischl &amp; Chuck</b> <b>1960 The Alameda</b> <b>San Jose, CA 95126</b>	-		X	X	X	<b>0.00</b>
Sheet no. <b>12</b> of <b>13</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal</b> (Total of this page) <b>19,420.69</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>xxxx-xxxx-xxxx-4277</b>  <b>WF Business Direct</b> <b>PO Box 348750</b> <b>Sacramento, CA 95834</b>	-	<b>Business Line of Credit</b>				<b>24,859.68</b>
Account No. <b>xxxx-xxxx-xxxx-4880</b>  <b>WF Business Direct</b> <b>PO Box 348750</b> <b>Sacramento, CA 95834</b>	-	<b>Trade debt</b>				<b>34,717.59</b>
Account No. <b>xxxxxxxxxxxx2256</b>  <b>XO Communication</b> <b>8851 Sandy Parkway</b> <b>Sandy, UT 84070</b>	-	<b>Internet Service Provider</b>	X	X	X	<b>11,286.44</b>
Account No. <b>xxxxxxxxxxx3990</b>  <b>XO Communication</b> <b>8851 Sandy Parkway</b> <b>Sandy, UT 84070</b>	-	<b>Telephone Service</b>	X	X	X	<b>7,753.21</b>
Account No.  						
Sheet no. <b>13</b> of <b>13</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>78,616.92</b>
Subtotal (Total of this page)  Total (Report on Summary of Schedules)						<b>4,848,910.69</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>CA-Pruneyard Limited Partnership c/o Equity Office 1999 South Bascom Avenue, Suite 200 Campbell, CA 95008</b>	<b>Lease for 1901 South Bascom, Suite #500 and #110, Campbell, CA Surrendered possession 2/6/08</b>
<b>Caltronics 10491 Old Placerville Road Sacramento, CA 95827</b>	<b>Equipment Lease (Los Gatos - B3720) Expires: April 18, 2011</b>
<b>Caltronics 10491 Old Placerville Road Sacramento, CA 95827</b>	<b>Equipment Lease (McCarthy - B3635) Expires: March 6, 2010</b>
<b>Caltronics 10491 Old Placerville Road Sacramento, CA 95827</b>	<b>Equipment Lease (McCarthy - B2407) Expires: October 14, 2008</b>
<b>Caltronics 10491 Old Placerville Road Sacramento, CA 95827</b>	<b>Equipment Lease (El Camino - 43740) Expires: October 12, 2008</b>
<b>Camino Altos Plaza One Eleven Main Street, Suite 7 Los Altos, CA 94022</b>	<b>Lease at 4300 El Camino Real, Los Altos, CA 94022 Expires: December 31, 2010 Possession surrendered pre-petition</b>
<b>Century 21 Real Estate LLC c/o John A. Schwimmer, Esq. Sussman Shank LLP 1000 SW Broadway, Suite 1400 Portland, OR 97205-3089</b>	<b>Franchise Agreement</b>
<b>CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255</b>	<b>Copier Lease (Milpitas) Expires: November 17, 2009 3 Contracts</b>
<b>CitiMortgage, Inc. Attn: John Ordenez, Risk Management 1000 Technology Dr., MS 111 O Fallon, MO 63368</b>	<b>Wholesale Lending Program Agreement. Agreement was terminated by CitiMortgage due to low loan volume on May 19, 2008.</b>
<b>Danny Lustina 1097 Syracuse Circle Vacaville, CA 95687</b>	<b>Consulting Agreement, Debtor no longer has copy due to office burglary several years ago. Agreement is believed to have expired.</b>



Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Edward V. Zimbrick</b>	<b>Sublease of 3078 Landess Avenue, San Jose, CA</b> <b>Possession surrendered pre-petition to master</b> <b>landlord, Landess Institute LLC</b>
<b>Exchange Bank/Dumac</b> <b>PO Box 760</b> <b>Santa Rosa, CA 95402</b>	<b>Furniture Lease</b> <b>Expires: February 19, 2009</b>
<b>Fidelity National Title Ins. Co.</b> <b>1700 Winchester Blvd., Suite 102</b> <b>Campbell, CA 95008</b>	<b>Sublease at 1700 Winchester Boulevard, Suite</b> <b>102, Campbell, CA 95008</b> <b>Debtor is subtenant, in possession of premises</b> <b>Expires: November 30, 2009</b>
<b>First Franklin Financia Corporation</b> <b>Attn: Joe McKone</b> <b>2150 North First Street, Suite 600</b> <b>San Jose, CA 95131</b>	<b>Mortgage Broker Agreement. Agreement was</b> <b>terminated by First Frankline due to low loan</b> <b>volume on March 5, 2008.</b>
<b>GMAC Mortgage, LLC</b> <b>1901 Bascom Avenue, Suite 110</b> <b>Campbell, CA 95008</b>	<b>Sublease for 1901 S. Bascom Avenue, Suite 110,</b> <b>Campbell, CA</b> <b>Expires: 3/31/2010</b> <b>Debtor is sublessor and surrendered possession</b> <b>to master landlord CA-Pruneyard Limited</b> <b>Partnershp aka Equity Office on 2/6/08. Rents</b> <b>collected directly by master landlord.</b>
<b>Ikon Financial Services</b> <b>PO Box 9115</b> <b>Macon, GA 31208</b>	<b>Copier Lease</b> <b>Expires: August 30, 2010</b>
<b>Ikon Financial Services</b> <b>PO Box 9115</b> <b>Macon, GA 31208</b>	<b>Image Management Plus Agreement</b> <b>8/28/05 Agreement</b>
<b>Landess Institute, LLC</b> <b>PO Box 1805</b> <b>Cupertino, CA 95015</b>	<b>Lease at 3078 Landess Avenue, San Jose, CA</b> <b>95132</b> <b>Expires: August 31, 2010</b> <b>Possession surrendered pre-petition</b>
<b>Leaf Financial Corporation</b> <b>2005 Market Street, 15th Floor</b> <b>Philadelphia, PA 19103</b>	<b>Furniture Lease</b> <b>Expires: September 21, 2010</b>
<b>Marlin Leasing</b> <b>PO Box 637</b> <b>Mount Laurel, NJ 08054</b>	<b>Telephone System Lease</b> <b>Expires: March 15, 2009</b>
<b>Monterey Plaza LP</b> <b>c/o Gerry C. Schmelter</b> <b>Blackmar, Principe &amp; Schmelter</b> <b>600 B Street, Suite 2250</b> <b>San Diego, CA 92101</b>	<b>Lease at 5504 Monterey Road, San Jose, CA</b> <b>95138</b> <b>Expiration: July 31, 2011</b> <b>Debtor is in possession of premises</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

## **SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Olsen Research Group, Inc. 4300 El Camino Real, Suite 101 Los Altos, CA 94022</b>	<b>Sublease of 4300 El Camino Real #101, Los Altos, CA Debtor is sublessor. Possession returned to master landlord Camino Altos Plaza pre-bankruptcy. Subtenant is still in possession.</b>
<b>Prudential California Realty 3078 Landess Avenue San Jose, CA 95132</b>	<b>Sublease of 3078 Landess Avenue, San Jose, CA Debtor is sublessor. Debtor surrendered possession to master landlord Landess Institute LLC pre-petition.</b>
<b>Realty Associates Fund VIII, LP 1900 McCarthy Blvd. Suite 445 Milpitas, CA 95035</b>	<b>Lease at 1900 McCarthy, Suite 400 &amp; 412, Milpitas, CA 95035 Expires: March 31, 2014 Debtor surrendered possession 6/3/08</b>
<b>TelePacific Communications</b>	<b>Telephone Service Contract (206 Los Gatos) Expires: September 2008 (faxed letter of termination on May 30, 2008)</b>
<b>Xerox PO Box 660501 Dallas, TX 75266</b>	<b>Copier Lease and related service agreement Expires: 11/22/08</b>
<b>XO Communication 8851 Sandy Parkway Sandy, UT 84070</b>	<b>Internet Service Provider Lease and Telephone Service Expires: April 2009</b>

In re **Alpha Factors**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Daija Zimbrick</b>	<b>CA-Pruneyard Limited Partnership</b> <b>c/o Equity Office</b> <b>1999 South Bascom Avenue, Suite 200</b> <b>Campbell, CA 95008</b>
<b>Edward V. Zimbrick</b>	<b>Century 21 Real Estate LLC</b> <b>c/o John A. Schwimmer, Esq.</b> <b>Sussman Shank LLP</b> <b>1000 SW Broadway, Suite 1400</b> <b>Portland, OR 97205-3089</b>
<b>Edward V. Zimbrick</b>	<b>Realty Associates Fund VIII, LP</b> <b>1900 McCarthy Blvd. Suite 445</b> <b>Milpitas, CA 95035</b>
<b>Edward V. Zimbrick</b>	<b>Landess Institute, LLC</b> <b>PO Box 1805</b> <b>Cupertino, CA 95015</b>
<b>Edward V. Zimbrick</b>	<b>CA-Pruneyard Limited Partnership</b> <b>c/o Equity Office</b> <b>1999 South Bascom Avenue, Suite 200</b> <b>Campbell, CA 95008</b>
<b>Edward V. Zimbrick</b>	<b>Marlin Leasing</b> <b>PO Box 637</b> <b>Mount Laurel, NJ 08054</b>
<b>Edward V. Zimbrick</b>	<b>Leaf Financial Corporation</b> <b>2005 Market Street, 15th Floor</b> <b>Philadelphia, PA 19103</b>
<b>Edward V. Zimbrick</b>	<b>Exchange Bank/Dumac</b> <b>PO Box 760</b> <b>Santa Rosa, CA 95402</b>
<b>Edward V. Zimbrick</b>	<b>Dell Financial Services</b> <b>One Dell Way</b> <b>Mail Stop 35B-13</b> <b>Austin, TX 78762</b>

**United States Bankruptcy Court  
Northern District of California**

In re **Alpha Factors**  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **29** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **August 15, 2008**

Signature **/s/ Edward V. Zimbrick**  
**Edward V. Zimbrick**  
**President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

# United States Bankruptcy Court Northern District of California

In re **Alpha Factors**

Debtor(s)

Case No.

Chapter

**11**

## STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

### DEFINITIONS

**"In business."** A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

**"Insider."** The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

### 1. Income from employment or operation of business

None

☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$3,003,423.94</b>	<b>2008, Jan - present:</b> <b>\$3,003,423.94 Gross</b>
<b>\$5,464,469.14</b>	<b>2007 Ordinary business income</b> <b>\$5,464,469.14 Gross</b>
<b>\$8,069,207.58</b>	<b>2006 Ordinary business income</b> <b>\$8,069,207.58 Gross</b>

## 2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

## 3. Payments to creditors

None ☒ *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
None <input type="checkbox"/> b. <i>Debtor whose debts are not primarily consumer debts:</i> List each payment or other transfer to any creditor made within <b>90 days</b> immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)			

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>BZ Services</b>	5/29/08 - \$3,000 6/20/08 - \$3,000	<b>\$6,000.00</b>	<b>\$0.00</b>
<b>Fidelity National Title Ins. Co.</b> 1700 Winchester Blvd., Suite 102 Campbell, CA 95008	5/27/08 - \$6,368 6/24/08 - \$6,368 7/21/08 - \$6,368	<b>\$19,104.00</b>	<b>\$0.00</b>
<b>Opticom Corporation (sign posts)</b>	6/10/08 - \$2,509.50 7/7/08 - \$2,203.04 8/6/08 - \$2,031	<b>\$6,743.54</b>	<b>\$0.00</b>
<b>Ikon Financial Services</b>	6/12/08 - \$6,098.30	<b>\$6,098.30</b>	<b>\$0.00</b>
<b>PG&amp;E</b>	5/27/08 - \$345.80 5/29/08 - \$185.28 6/9/08 - \$1,690.86 6/23/08 - \$231.65 7/3/08 - \$1,993.89 7/21/08 - \$201.53 8/4/08 - \$ 2,165.66	<b>\$6,814.67</b>	<b>\$0.00</b>
<b>PK II Hold, LLC</b>	5/27/08 - \$28,108.85 5/27/08 - \$1,121.26 5/28/08 - \$34,439.88 6/2/08 - \$1,197.40 6/3/08 - \$9,439.88 6/24/08 - \$34,439.88 7/21/08 - \$1,021.16 7/23/08 - \$1,202.24	<b>\$145,410.43</b>	<b>\$0.00</b>
<b>XO Communication</b> 8851 Sandy Parkway Sandy, UT 84070	5/19/08 - \$1,337.65 6/24/08 - \$6,212.76 7/14/08 - \$ 2,052.41 7/14/08 - \$2,753.89	<b>\$12,356.71</b>	<b>\$14,237.28</b>

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>Garlic Broadband Services</b> <b>P.O. Box 1246</b> <b>San Martin, CA 95046</b>	<b>8/1/2008</b>	<b>\$7,027.00</b>	<b>\$0.00</b>

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
<b>Edward V. Zimbrick</b> <b>5504 Monterey Road</b> <b>San Jose, CA 95138</b> <b>President, Sole Shareholder</b>	<b>1/8/08 - 7/29/08- \$61,311.98</b> <b>Health insurance: \$7,161.60</b>	<b>\$68,473.58</b>	<b>\$2,633,710.82</b>

#### 4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>Debtor vs. Century 21 Real Estate; Case No. C08-01408-RS (removed action)</b>	<b>Complaint for breach of franchise agreement, fraud, rescission, unfair business practices.</b>	<b>Northern District of California</b>	<b>Settled</b>
<b>J. Marth vs. G. Lauer, et al Case No.: 1-0-CV-075867</b>	<b>Fraud</b>	<b>Santa Clara County Superior Court, San Jose, CA</b>	<b>In mediation</b>
<b>M. Ortiz vs. I. Camacho, et al Case No. 1-07-CV-082660</b>	<b>Property</b>	<b>Santa Clara County Superior Court San Jose, CA</b>	<b>Settled 1/8/2008</b>
<b>R. Barta, et al vs. Alpha Factors, et al. Case No. 4-07-SC-023958</b>	<b>Small Claims, Money</b>	<b>Santa Clara County Superior Court San Jose, CA</b>	<b>Won 4/08</b>
<b>CA-Pruneyard Limited Partnership vs. Alpha Factors; Case No. 108-CV-103973.</b>	<b>Unlawful Detainer</b>	<b>Santa Clara County Superior Court San Jose, CA</b>	<b>Dismissed</b>
<b>Alpha Factors dba Century 21 Alpha, Edward Zimbrick and Daija Zimbrick vs. CA-Pruneyard Limited Partnership, Equity Office, et al.; Case No. 108-CV-105170</b>	<b>Complaint for breach of contract, fraud, misrepresentation, and rescission. Cross-Complaint for rent, enforcement of guaranty</b>	<b>Santa Clara County Superior Court San Jose, CA</b>	<b>Pending</b>
<b>Y. Slusser vs. G. Jones Case No. 1-01-CV-802146</b>	<b>Contract</b>	<b>Santa Clara County Superior Court San Jose, CA</b>	<b>Arbitration award, dismissed</b>
<b>Corbin/Dalton v. Century 21 Alpha, et al Case No. H029678 (6th Appellate District) Case No. 1-03-CV-011268 (Santa Clara Superia Court)</b>	<b>Real Property</b>	<b>6th Appellate District Court and Santa Clara County Superior Court of California</b>	<b>Judgment/Vedict. Case appealed and fees and costs reconsidered. Debtor filed an Appeal.</b>

- None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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#### 5. Repossessions, foreclosures and returns

- None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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#### 6. Assignments and receiverships

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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#### 7. Gifts

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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#### 8. Losses

- None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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### 9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Binder &amp; Malter, LLP 2775 Park Avenue San Jose, CA 95150</b>	<b>May 28, 2008: \$15,000; July 10, 2008: \$8,823.05; July 30, 2008: \$25,000; August 5, 2008: \$3,731.50 August 15, 2008: \$10,000; August 15, 2008: \$8,347.36 (includes \$1,039 Chapter 11 filing fee).</b>	<b>\$70,901.91 for financial analysis including review of secured debt; review, advice and settlement of various leases with landlords and financial institutions; assist in surrender of leases; review and settlement of Century 21 franchise agreement and litigation; review of state court and district court litigation and communications with counsel; and provide alternative options to bankruptcy and explain the impact of same to Debtor.</b>
<b>Binder &amp; Malter, LLP 2775 Park Avenue San Jose, CA 95150</b>	<b>July 25, 2008</b>	<b>\$116,652.64 for Chapter 11 Retainer. (Original amount received was \$125,000 which was reduced by the \$8,347.36 mentioned above).</b>

### 10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
<b>Camino Altos Plaza One Eleven Main Street, Suite 7 Los Altos, CA 94022</b>		<b>See Setoffs in #13 below.</b>
<b>Olson Research Group, Inc. 4300 El Camino Real Suite 101 Los Altos, CA 94022</b>		<b>See Setoff in #13 below.</b>

- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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**11. Closed financial accounts**

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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**12. Safe deposit boxes**

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
<b>Camino Altos Plaza</b> <b>One Eleven Main Street, Suite 7</b> <b>Los Altos, CA 94022</b>	<b>7/1/08 - \$10,000 security deposit setoff against arrears</b> <b>7/28/08 - \$7,594.50 in furnishings, fixtures...credited to balance owed by Debtor. Landlord now in possession of this furniture and equipment.</b>	<b>\$17,594.50</b>
<b>Olson Research Group, Inc.</b> <b>4300 El Camino Real Suite 101</b> <b>Los Altos, CA 94022</b>	<b>\$30,376 due in receivable from Olson, \$17,500 security deposit setoff, amount remaining to be paid is now: \$12,876.</b>	<b>\$17,500</b>
<b>Century 21 Real Estate LLC</b> <b>c/o John A. Schwimmer, Esq.</b> <b>Sussman Shank LLP</b> <b>1000 SW Broadway, Suite 1400</b> <b>Portland, OR 97205-3089</b>	<b>8/14/08 - Settlement agreement to forego claims against one another and move forward with amended franchise agreements along with their addendums.</b>	

**14. Property held for another person**

- None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
647 N. Santa Cruz Ave. Los Gatos, CA 95030	Alpha Factors	Vacated prior to filing of petition
1900 McCarthy Blvd., Suites 400 and 412 Milpitas, CA	Alpha Factors dba Century 21 Alpha	11/10/2003 - 6/3/2008
3078 Landess Avenue San Jose, CA 95132	Edward V. Zimbrick dba Century 21 Alpha	9/1/2000; possession returned pre-petition
4300 El Camino Real, Suite 101 Los Altos, CA	Alpha Factors dba Century 21 Alpha	8/1/2005; possession returned pre-petition, subtenant still in possession
1901 S. Bascom Avenue, Suite 500 and 110 Campbell, CA	Alpha Factors dba Century 21 Alpha	2/1/2003 - 2/6/2008

**16. Spouses and Former Spouses**

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18 . Nature, location and name of business**

None

- ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME				

None

- ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

None

- ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>Ruzzo Sholl &amp; Murphy</b> <b>2323 South Bascom Avenue</b> <b>Campbell, CA 95008-4310</b>	<b>1976 - present</b>
<b>Alpha Factors, Attn: Edward Zimbrick</b> <b>5504 Monterey Road</b> <b>San Jose, CA 95138</b>	<b>1976 - present</b>

None

- ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None

- ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
<b>Ruzzo Scholl &amp; Murphy</b>	<b>2323 South Bascom Avenue</b> <b>Campbell, CA 95008-4310</b>

NAME  
Alpha Factors atten: Edward Zimbrick

ADDRESS  
5504 Monterey Road  
San Jose, CA 95138

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS  
Equity Office  
1740 Technology Drive, Suite 500  
San Jose, CA 95110

DATE ISSUED

## 20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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## 21 . Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Edward V. Zimbrick	President	100%

## 22 . Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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**23 . Withdrawals from a partnership or distributions by a corporation**

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**24. Tax Consolidation Group.**

- None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**25. Pension Funds.**

- None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date **August 15, 2008**

Signature **/s/ Edward V. Zimbrick**  
**Edward V. Zimbrick**  
**President**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

**United States Bankruptcy Court  
Northern District of California**

In re **Alpha Factors**

Debtor(s)

Case No.

Chapter

**11**

**STATEMENT PURSUANT TO RULE 2016(B)**

The undersigned, pursuant to Rule 2016(b), Bankruptcy Rules, states that:

1. The undersigned is the attorney for the debtor(s) in this case.
2. The compensation paid or agreed to be paid by the debtor(s), to the undersigned is: **See Statement of Financial Affairs #9.**
  - a) For legal services rendered or to be rendered in contemplation of and in connection with this case..... \$ **0.00**
  - b) Prior to the filing of this statement, debtor(s) have paid..... \$ **0.00**
  - c) The unpaid balance due and payable is..... \$ **0.00**
3. \$ **1,039.00** of the filing fee in this case has been paid.
4. The Services rendered or to be rendered include the following:
  - a. Preparation and filing of the petition, schedules, statement of affairs and other documents required by the court.
5. The source of payments made by the debtor(s) to the undersigned was from earnings, wages and compensation for services performed, and
6. The source of payments to be made by the debtor(s) to the undersigned for the unpaid balance remaining, if any, will be from earnings, wages and compensation for services performed, and
7. The undersigned has received no transfer, assignment or pledge of property from debtor(s) except the following for the value stated:
8. The undersigned has not shared or agreed to share with any other entity, other than with members of undersigned's law firm, any compensation paid or to be paid except as follows:

Dated: **August 15, 2008**

Respectfully submitted,

/s/ Heinz Binder

Attorney for Debtor: **Heinz Binder #87908**

**Binder & Malter, LLP**

**2775 Park Avenue**

**Santa Clara, CA 95050**

**(408) 295-1700 Fax: (408) 295-1531**



**United States Bankruptcy Court  
Northern District of California**

In re Alpha Factors,  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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**None**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date August 15, 2008

Signature /s/ Edward V. Zimbrick  
**Edward V. Zimbrick**  
**President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court  
Northern District of California**

In re **Alpha Factors**

Debtor(s)

Case No.

Chapter

**11**

**CREDITOR MATRIX COVER SHEET**

I declare that the attached Creditor Mailing Matrix, consisting of **9** sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

Date: **August 15, 2008**

**/s/ Heinz Binder**

Signature of Attorney

**Heinz Binder #87908**

**Binder & Malter, LLP**

**2775 Park Avenue**

**Santa Clara, CA 95050**

**(408) 295-1700 Fax: (408) 295-1531**

Advanta Bank Corp.  
PO Box 307115  
Salt Lake City, UT 84130-0715

American Express  
PO Box 0001  
Los Angeles, CA 90096

American Express  
2965 W. Corp. Lake Blvd.  
Fort Lauderdale, FL 33331-3626

Bank of America  
PO Box 15102  
Wilmington, DE 19886-5102

Bank of America  
PO Box 26078  
Greensboro, NC 27420

Bank of America  
PO Box 15184  
Wilmington, DE 19850-5184

CA-Pruneyard Limited Partnership  
c/o Equity Office  
1999 South Bascom Avenue, Suite 200  
Campbell, CA 95008

Caltronics  
10491 Old Placerville Road  
Sacramento, CA 95827

Camino Altos Plaza  
One Eleven Main Street, Suite 7  
Los Altos, CA 94022

Camino Altos Plaza, Inc.  
c/o Arnell Enterprises, Inc.  
Attn: Roger W. Burnell, President  
One Eleven Main Street, Suite 7  
Los Altos, CA 94022

Century 21 Real Estate Corp.  
Attn: Lynett J. Carhart-Gladdis, Esq.  
Senior Vice President - Legal  
1 Campus Drive  
Parsippany, NJ 07054

Century 21 Real Estate LLC  
c/o John A. Schwimmer, Esq.  
Sussman Shank LLP  
1000 SW Broadway, Suite 1400  
Portland, OR 97205-3089

Chase  
PO Box 15298  
Wilmington, DE 19850-5298

CIGA  
Attn: Nancy Shoffner  
P.O. Box 29066  
Glendale, CA 91209-9066

CIGA Coverage Counsel  
Fred Hall, Esq.  
Black, Compean & Hall  
445 S. Figueora Street, #2800  
Los Angeles, CA 90071

CIT Technology Financial Services, Inc.  
PO Box 550599  
Jacksonville, FL 32255

CitiMortgage, Inc.  
Attn: John Ordonez, Risk Management  
1000 Technology Drive, MS 111  
O Fallon, MO 63368

Colleen M. and Harry G. Galland  
51427 Springlake Loop  
Scappoose, OR 97056

Cornish & Carey Commercial  
P.O. Box 58159  
Attn: Accounting Dept  
Santa Clara, CA 95052-8159

Daija Zimbrick  
5504 Monterey Road  
San Jose, CA 95138

Daija Zimbrick

Danny Lustina  
1097 Syracuse Circle  
Vacaville, CA 95687

Dell Financial Services  
One Dell Way  
Mail Stop 35B-13  
Austin, TX 78762

Diane Renee Lambert & Dianna Hope Lambert  
c/o David R. Sylva  
David R. Sylva Law Offices  
1960 The Alameda, Suite 204  
San Jose, CA 95126

Dimension Funding  
6 Hughes, Suite 220  
Irvine, CA 92618

EDD  
Director  
800 Capital Mall  
Sacramento, CA 95812

Edward V. Zimbrick  
5504 Monterey Road  
San Jose, CA 95138

Edward V. Zimbrick

EOP - Pruneyard, LLC  
c/o Equity Office Properties Trust  
1999 S. Bascom Ave., #200  
Campbell, CA 95008

Equity Office  
1700 Technology Drive, Suite 150  
San Jose, CA 95110

Equity Office  
c/o Joseph Schieffer, Esq.  
Stark, Wells, Rahl et al  
1999 Harrison Street, Suite 1520  
Oakland, CA 94612

Equity Office Properties Trust  
Two North Riverside Plaza, #2100  
Attn: Regional Counsel - San Jose  
Chicago, IL 60606

Exchange Bank/Dumac  
PO Box 760  
Santa Rosa, CA 95402

Fidelity National Title Ins. Co.  
1700 Winchester Blvd., Suite 102  
Campbell, CA 95008

First Franklin Financia Corporation  
Attn: Joe McKone  
2150 North First Street, Suite 600  
San Jose, CA 95131

Forman Holt Eliades & Ravin, LLC  
Attn: Daniel M. Eliades  
80 Route 4 East  
Paramus, NJ 07652

Franchise Tax Board  
Bankruptcy Unit  
P. O. Box 2952  
Sacramento, CA 95812

Glenn L. and Darlene S. Harbeck  
569 Timmonsville Way  
Lady Lake, FL 32162

GMAC Mortgage LLC  
500 Enterprise Road  
Horsham, PA 19044

GMAC Mortgage, LLC  
1901 Bascom Avenue, Suite 110  
Campbell, CA 95008

Ikon Financial Services  
PO Box 9115  
Macon, GA 31208

Ikon Financial Services  
1738 Bass Road  
Macon, GA 31210

Internal Revenue Service  
P. O. Box 21126  
Philadelphia, PA 19114-0326

Internal Revenue Service  
(San Jose Cases)  
Insolvency, MS 5420/5430  
55 S. Market Street  
San Jose, CA 95113

IOS Capital  
1738 Bass Road  
Macon, GA 31210-1043

Jerry Parker  
9805 Lantz Drive  
Morgan Hill, CA 95037

Kimco Realty Corp.  
1621 B South Melrose Drive  
Vista, CA 92081

Landess Institute LLC  
c/o Stephen Pahl  
Pahl & McKay  
225 Santa Clara St., Suite 1500  
San Jose, CA 95113



Landess Institute, LLC  
PO Box 1805  
Cupertino, CA 95015

Leaf Financial Corporation  
2005 Market Street, 15th Floor  
Philadelphia, PA 19103

Marlin Leasing  
PO Box 637  
Mount Laurel, NJ 08054

Menlo Management  
1010 El Camino Real, Suite 210  
Menlo Park, CA 94025

Monterey Plaza LP  
c/o Gerry C. Schmelter  
Blackmar, Principe & Schmelter  
600 B Street, Suite 2250  
San Diego, CA 92101

Olsen Research Group, Inc.  
4300 El Camino Real, Suite 101  
Los Altos, CA 94022

Olson Research Group, Inc.  
4300 El Camino Real Suite 101  
Los Altos, CA 94022

Pretzer Partnership  
1905 Park Avenue, Suite 200  
San Jose, CA 95126

Prudential California Realty  
3078 Landess Avenue  
San Jose, CA 95132

Realty Associates Fund VIII, LP  
1900 McCarthy Blvd. Suite 445  
Milpitas, CA 95035

Rossi, Hamerslough, Reischl & Chuck  
1960 The Alameda  
San Jose, CA 95126

San Jose Mercury News  
c/o Steven A. Booska  
250 Montgomery Street, Suite 720  
San Francisco, CA 94104

Santa Barbara Bank & Trust  
P.O. Box 60607  
Santa Barbara, CA 93160-0607

State Board of Equalization  
P. O. Box 942879  
Sacramento, CA 94279-0001

Steve W. Dollar  
Ericksen, Arbuthnot, Kilduff, Day, et al  
152 North Third Street, Suite 700  
San Jose, CA 95112

TelePacific Communications  
515 South Flower Street, 47th Floor  
Los Angeles, CA 90071

Thang M. Nguyen & Ashley Huong Le  
21511 Almaden Road  
San Jose, CA 95120-4311

The Realty Associates Fund VIII, LP  
c/o CB Richard Ellis  
1900 McCarthy Blvd., Suite 445  
Milpitas, CA 95035

Vera Dalton & William Corbin  
c/o Susan Reischl  
Rossi, Hamerslough, Reischl & Chuck  
1960 The Alameda  
San Jose, CA 95126

WF Business Direct  
PO Box 348750  
Sacramento, CA 95834

Xerox  
PO Box 660501  
Dallas, TX 75266

XO Communication  
8851 Sandy Parkway  
Sandy, UT 84070

**United States Bankruptcy Court  
Northern District of California**

In re **Alpha Factors**

Debtor(s)

Case No.

Chapter

**11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Alpha Factors** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

**August 15, 2008**

Date

/s/ Heinz Binder

**Heinz Binder #87908**

Signature of Attorney or Litigant

Counsel for **Alpha Factors**

**Binder & Malter, LLP**

**2775 Park Avenue**

**Santa Clara, CA 95050**

**(408) 295-1700 Fax:(408) 295-1531**